

# SECURITIES AND EXCHANGE COMMISSION

## FORM S-8

Initial registration statement for securities to be offered to employees pursuant to employee benefit plans

Filing Date: **2011-11-07**  
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### FILER

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#### **FAIRCHILD SEMICONDUCTOR INTERNATIONAL INC**

CIK: **1036960** | IRS No.: **043363001** | State of Incorporation: **DE** | Fiscal Year End: **1225**  
Type: **S-8** | Act: **33** | File No.: **333-177790** | Film No.: **111184644**  
SIC: **3674** Semiconductors & related devices

Mailing Address  
3030 ORCHARD PARKWAY  
SAN JOSE CA 95134

Business Address  
3030 ORCHARD PARKWAY  
SAN JOSE CA 95134  
4088222000

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**FORM S-8  
REGISTRATION STATEMENT**  
*UNDER  
THE SECURITIES ACT OF 1933*

**FAIRCHILD SEMICONDUCTOR INTERNATIONAL, INC.**

(Exact name of registrant as specified in its charter)

<p style="text-align: center;">Delaware (State of Incorporation)</p>	<p style="text-align: center;">3030 Orchard Parkway San Jose, California 95134 (Address of principal executive offices) (Zip Code)</p>	<p style="text-align: center;">04-3363001 (I.R.S. Employer Identification Number)</p>
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**FAIRCHILD SEMICONDUCTOR 2007 STOCK PLAN**  
(Full Title of the Plan)

Paul D. Delva  
Senior Vice President, General Counsel and Secretary  
Fairchild Semiconductor International, Inc.  
82 Running Hill Road  
South Portland, Maine 04106  
(Name and address of agent for service)

(207) 775-8100  
(Telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer   
Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

Title of securities to be registered	Amount to be registered (1)	Proposed maximum offering price per share (2)	Proposed maximum aggregate offering price (2)	Amount of registration fee (3)
Common Stock, par value \$.01 per share	4,400,000 shares	\$14.62	\$64,341,200	\$7,373

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), there is also being registered such additional number of shares of common stock, par value \$.01 per share ("Common Stock"), of Fairchild Semiconductor International, Inc. (the "Company") as may be issued pursuant to the Fairchild Semiconductor 2007 Stock Plan (the "Plan") to prevent dilution in the event of a stock dividend, stock split, recapitalization or other similar change in the Common Stock, and any other securities with respect to which the outstanding shares are converted or exchanged.
  - (2) Estimated solely for purposes of determining the registration fee in accordance with Rule 457(h) promulgated under the Securities Act on the basis of the average of the high and low selling prices for shares of Fairchild Semiconductor International, Inc. Common Stock on the New York Stock Exchange on November 4, 2011, which was \$14.62.
  - (3) In accordance with General Instruction E to Form S-8, a filing fee is being paid only with respect to the additional securities being registered under the Plan pursuant to this registration statement. Shares of the Company's Common Stock to be issued and sold pursuant to the Plan were previously registered by the Company with the Commission on January 23, 2008 (File no. 333-148809), January 26, 2010 (File no. 333-164520) and November 5, 2010 (File no. 333-170397). The registration fee with respect to those shares was paid at such time.
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## Registration of Additional Securities

On May 5, 2011, the stockholders of Fairchild Semiconductor International, Inc. (the “Company”) approved an amendment to the Fairchild Semiconductor 2007 Stock Plan (the “Plan”), authorizing the issuance of an additional 4,400,000 shares of common stock, par value \$.01 per share (“Common Stock”) under the Plan.

In accordance with General Instruction E to Form S-8, this registration statement is being filed to register additional securities of the same class as other securities for which a registration statement filed on Form S-8 relating to an employee benefit plan is effective. Accordingly, this registration statement consists only of the facing page of the registration statement, this and the previous paragraph, the interests of named experts and counsel, the signature page, an opinion of counsel and required consents. The contents of earlier registration statements on Form S-8 (File no. 333-148809, File no. 333-164520 and File no. 333-170397) are incorporated in this registration statement by reference.

### **Item 5. Interests of Named Experts and Counsel.**

Certain legal matters with respect to the validity of the Common Stock registered hereby have been passed upon for the Company by Paul D. Delva, Senior Vice President, General Counsel and Secretary of the Company. Mr. Delva is employed by the Company and is eligible to receive awards under the Plan from time to time.

## SIGNATURES

*The registrant.* Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of South Portland, State of Maine, on November 7, 2011.

FAIRCHILD SEMICONDUCTOR INTERNATIONAL,  
INC.

By: /s/ Paul D. Delva

Paul D. Delva  
Senior Vice President, General Counsel and  
Secretary

## POWER OF ATTORNEY

KNOWN TO ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below, except Robin A. Sawyer, constitutes and appoints Paul D. Delva and Robin A. Sawyer, each and individually, his attorneys-in-fact, with full power of substitution and resubstitution, for him in any and all capacities, to sign any or all amendments or post-effective amendments to this registration statement and to file the same with the Securities and Exchange Commission, granting unto each of such attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary in connection with such matters and hereby ratifying and confirming all that each such attorney-in-fact, or his or her agent or substitutes, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Mark S. Thompson</u> Mark S. Thompson	President and Chief Executive Officer, Chairman of the Board and Director (principal executive officer)	November 7, 2011
<u>/s/ Mark S. Frey</u> Mark S. Frey	Executive Vice President, Chief Financial Officer and Treasurer (principal financial officer)	November 7, 2011
<u>/s/ Robin A. Sawyer</u> Robin A. Sawyer	Vice President, Corporate Controller (principal accounting officer)	November 7, 2011
<u>/s/ Charles P. Carinalli</u> Charles P. Carinalli	Director	November 7, 2011

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<u>/s/ Randy W. Carson</u> Randy W. Carson	Director	November 7, 2011
<u>/s/ Terry A. Klebe</u> Terry A. Klebe	Director	November 7, 2011
<u>/s/ Anthony Lear</u> Anthony Lear	Director	November 7, 2011
<u>/s/ Thomas L. Magnanti</u> Thomas L. Magnanti	Director	November 7, 2011
<u>/s/ Kevin J. McGarity</u> Kevin J. McGarity	Director	November 7, 2011
<u>/s/ Bryan R. Roub</u> Bryan R. Roub	Director	November 7, 2011
<u>/s/ Ronald W. Shelly</u> Ronald W. Shelly	Director	November 7, 2011

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Exhibit

Number

Description

5.01	Opinion of Counsel
23.01	Consent of Counsel (included in Exhibit 5.01)
23.02	Consent of KPMG LLP
24.01	Powers of Attorney (included on signature page)

November 7, 2011

Fairchild Semiconductor International, Inc.  
3030 Orchard Parkway  
San Jose, CA 95134

Gentlemen and Ladies:

As the General Counsel to Fairchild Semiconductor International, Inc., a Delaware corporation (the "Company"), I am familiar with the registration statement on Form S-8 being filed today by the Company with the Securities and Exchange Commission relating to 4,400,000 shares (the "Shares") of the Company's Common Stock to be issued pursuant to and in accordance with the Fairchild Semiconductor 2007 Stock Plan (the "Plan"), and the corporate authorizations related thereto.

It is my opinion that the Shares, when issued and sold hereafter in accordance with the provisions of the Plan, in accordance with Delaware law and upon payment of the price for the Shares and satisfaction of other conditions as contemplated by the Plan and option or other agreements entered into under the Plan, will be validly issued, fully paid and nonassessable.

I hereby consent to the use of this opinion as part of the filing of the above-referenced registration statement and the prospectus that forms a part thereof. In giving this consent, I do not thereby admit that I am within the category of persons whose consent is required under Section 7 of the Securities Act.

Yours truly,

/s/ Paul D. Delva

Paul D. Delva  
Senior Vice President, General Counsel  
and Secretary



Consent of Independent Registered Public Accounting Firm

The Board of Directors  
Fairchild Semiconductor International, Inc.:

We consent to the use of our report dated February 24, 2011, with respect to the consolidated balance sheets of Fairchild Semiconductor International, Inc. and subsidiaries as of December 26, 2010 and December 27, 2009, and the related consolidated statements of operations, comprehensive income (loss), cash flows and stockholders' equity for each of the years in the three-year period ended December 26, 2010, and the related financial statement schedule, and the effectiveness of the company's internal control over financial reporting as of December 26, 2010, incorporated herein by reference.

/s/ KPMG LLP

Boston, Massachusetts  
November 4, 2011